

Company Number: 99122

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS
OF
NORWICH UNION INSURANCE LIMITED

Passed on 21 December 2000

At an Extraordinary General Meeting of the above-named Company, duly convened and held at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolutions were duly passed as Ordinary and Special Resolutions of the Company:

Ordinary Resolution

THAT the authorised share capital of the Company be and is hereby increased from £400,000,000 to £450,000,000 by the creation of an additional 50,000,000 Ordinary Shares of £1 each.

Special Resolution

THAT the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("CA 1985"), to allot and to make offers or agreements to allot relevant securities up to a maximum value of £450,000,000, such authority to expire on 20 December 2005. In accordance with Section 95(2) CA 1985, Section 89(1) CA 1985 shall not apply to such authority.

Certified to be a true extract



Authorised Signatory
For and on behalf of
CGNU Company Secretarial Services Limited
Secretary

